Quantum International Corp.
(formerly National Clean Fuels, Inc.)
Annual Report
Period Ended December 31, 2011

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(formerly National Clean Fuels, Inc.)
Annual Report
Period Ended December 31, 2011

PART A: GENERAL COMPANY INFORMATION

Item 1 Exact name of the issuer and the address of its principal executive offices.

Quantum International Corp.
(formerly National Clean Fuels, Inc. until January 26, 2012)
(formerly National Wind Solutions, Inc. until March 10, 2010)
(formerly Telemedicus, Inc. until October 10, 2008)
(formerlyLipid Labs, Inc. until September 1, 2007)

Item 2 Address of the issuer's principal executive offices.

1900 West Loop South, Suite 110
Houston, Texas 77027

Phone: 832-308-1260
Fax: 713-681-1577
http://www.nationalcleanfuels.com/

Item 3 Jurisdiction and date of incorporation.

Quantum International Corp. ("we", "us", "QUAN" or the "Company") was incorporated in the State of Texas on September 25, 2001.

PART B: SHARE STRUCTURE

Item 4 Exact title and class of securities outstanding.

QUAN has 200,000,000 shares of authorized common stock and 40, 000,000 shares of preferred stock.

Item 5 Par of state value and description of the security.

The par value of the common stock is $0.001. Each common shareholder receives one vote per common share owned. There are no dividend or preemption rights associated with common shares.

The stated value of the Class A Preferred Stock is $0.06. Each preferred stockholder receives ten votes per preferred share owned. There are no redemption, dividend or preemption rights associated with preferred shares.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

Class of Security	Period End Date	Number of Shares Authorized	Number of Shares Outstanding	Freely Tradable Shares	Total Number of Beneficial Shareholders	Total Number of Shareholders of Record (1)
Common stock	December 31, 2011 (2)	200,000,000	263,053	90,491	1	23
Common stock	December 31, 2010 (2)	200,000,000	263,011	90,473	1	32

Preferred stock	December 31, 2011	40,000,000	-	-	-	-
Preferred stock	December 31, 2010	40,000,000	-	-	-	-

(1) Does not include shares held in street name.
(2) Numbers of shares outstanding as of December 31, 2011 and 2010 have been retroactively restated to reflect the 1:500 reverse stock split on January 20, 2012.

PART C: BUSINESS INFORMATION

Item 7 The name and address of the transfer agent.

Transfer Online, Inc.
512 SE Salmon Street
Portland, OR 97214
(503) 227-2950

Transfer Online, Inc. is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

Item 8 The nature of the issuer's business.

State and date of incorporation

Quantum International Corp. was incorporated in the State of Texas on September 25, 2001.

Fiscal periods

Our fiscal year ends on December 31.

Bankruptcy proceedings

We have not been involved in any bankruptcy proceedings.

Material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

None

Defaults on notes, leases or other obligations

None.

Change of control

The Company changed control in November 2006.

On March 17, 2010, we issued 86 million shares of common stock for the acquisition of Technicare Solutions, Inc. This resulted in a change in control of the Company.

On March 7, 2012, we issued 22,214,109 shares of common stock for the conversion of debt in the amount of $444,282. This resulted in a change of control of the Company.

Increase in 10% or more of the same class of outstanding equity securities

In January 2009, we committed to purchasing the assets of Apollo Wind Resources, Inc. in exchange for 266,668 shares of our common stock. (See Note 8 to the financial statements.) These shares were issued June 8, 2009 which increased the number of issued and outstanding shares by 388%.

The number of common shares outstanding increased 19% (from 359,156 to 425,824) in September 2009 as a result of the issuance of 66,668 shares to certain related parties in exchange for the extinguishment of corporate debt principal and interest.

The number of common shares outstanding increased 19% (from 425,824 to 505,744) in December 2009 as a result of the issuance of 80,000 shares to certain related parties in exchange for the extinguishment of corporate debt principal and interest.

On March 17, 2010, we issued 86 million shares of common stock for the acquisition of Technicare Solutions, Inc. This resulted in a change in control of the Company.

On March 22, 2010, we issued 20 million shares of common stock to retire debt in the amount of $125,000.

On November 8, 2010, we issued 25 million shares of common stock to retire debt in the amount of $125,000.

On March 7, 2012, we issued 22,214,109 shares of common stock for the conversion of debt in the amount of $444,282. This resulted in a change of control of the Company.

Stock splits, recapitalizations, stock dividends and other reorganizations

On January 16, 2009, we purchased the assets of Apollo Wind Resources, Inc. in exchange for 266,668 shares of our common stock. The new beneficial shareholders effectively controlled the Company at that time.

On March 17, 2010, we issued 86 million shares of common stock for the acquisition of Technicare Solutions, Inc. This transaction was accounted for as a recapitalization of the Company. The issuance of stock resulted in a change in control of the Company.

On March 17, 2010, we effected a one-for-300 reverse stock split of our common stock.

On June 16, 2010, we effected a four-for-one forward stock split of our common stock.

On January 20, 2012, we effected a one-for-500 reverse stock split of our common stock.

De-listings from securities exchanges

None.

Legal proceedings

On May 31, 2007, Emtel, Inc. filed a lawsuit against us (Emtel, Inc. v. Lipid Labs, Inc., Specialists on Call, Inc., Tele-med Dox, LLC DBA Telemeddox, Inc., and Doctors Telehealth Network, Inc.) in the United States District Court for the Southern District of Texas, Houston Division, Case 4:07-cv-01798. The lawsuit claims that the Telemedicus technology infringes upon a patent held by Emtel. The Court stayed this case pending reissue of the patent at issue in the case by the United States Patent and Trademark Office. On March 24, 2011, the USPTO reissued the patent. Emtel has filed a motion to lift the previously granted stay in order to permit the case to proceed.

The Company is awaiting the response on the motion to lift the stay that was previously granted. If the case proceeds, the Company plans to continue to vigorously defend this lawsuit.

Effects of government regulation

Our operations are also subject to various government environmental and occupational health and safety requirements of the United States, including those relating to discharges of substances in the air, water and land, the handling, storage and disposal of wastes and the cleanup of properties by pollutants. We believe we are currently in material compliance with such requirements. It has always been the practice of the Company to comply with all regulatory requirements governing its products and operations and to conduct its affairs in an ethical manner.

We are not aware of any probable changes in governmental regulations which would have a material impact on our operations.

Compliance with environmental laws

We have not incurred any costs related to compliance with environmental laws during the years ended December 31, 2011 and 2010.

Research and development

We have no spending on research and development during the years ended December 31, 2011 and 2010.

Our business

Quantum International Corp. hopes to develop clean energy solutions for alternative energy companies focused on energy security in America. The Company hopes to deliver expertise and leadership to its clients and partners with innovative leaders to realize new solutions to the world energy crisis. National Clean Fuels projects include vertically integrated technologies aimed at delivering energy savings, renewable fuels and clean fuel technologies to its clients. In addition, the Company aims to implement projects that reduce dependence on foreign oil while delivering environmentally friendly products to consumers.

The Company owns a previously dormant biodiesel facility in Poteet, Texas. The Company is currently evaluating the most advantageous use for the facility. The Company believes that there may be other applications in which the plant's equipment could be used. For instance, we believe that the plant's oil separators (which separate the biodiesel from the water and other substances produced in the biodiesel process) could be used in oil spill clean-up operations to separate the spilled oil from the water. If alternate uses are not determined to be economical, the biodiesel facility could be restarted.

On November 22, 2010, we entered into a Profit Participation Agreement with The Center for Environment, Commerce & Energy (the "Center"). QUAN and the Center are working together to build a 10-megawatt biomass-to-electricity ("BTE") plant near Port Gibson, Miss., on the campus of Alcorn State University. The Center desires to act as project manager for the Port Gibson BTE project, developing a project that will deliver electricity to the grid in Port Gibson, MS. QUAN agreed to pay the Center $8,000 per month for a period of six months beginning in November 2010. In exchange for these payments, the Center will pay QUAN 5% of the net profits generated by the Port Gibson Project for a term of seven years commencing 90 days after the project first becomes operational. QUAN and the Center are also pursuing an electrical-grid interconnection agreement and purchase agreement with the local utility, Southwest Mississippi Electric Power Association. The two companies hope that the biomass generator will produce an abundance of energy that can be redistributed along the energy grid in Port Gibson and surrounding areas.

The Company has never been a shell company as defined in Rule 405 promulgated under the Securities Act.

Our SIC code is 7389.

Employees

We have one full-time and two part-time employees. We engage independent contractors to perform certain sales, engineering, regulatory, legal and financial tasks on our behalf.

Item 9 The nature of products or services offered.

Principal products or services, and their markets

Because the Company is in the development stage, we currently do not offer any products or services. However, as stated above, we hope to develop a BTE plant in conjunction with the Center. If successful, the output of the BTE plant would be sold to the Southwest Mississippi Electric Power Association.

Distribution methods of the products or services

Because the Company is in the development stage, we currently do not offer any products or services. However, as stated above, we hope to develop a BTE plant in conjunction with the Center. If successful, the output of the BTE plant would be sold to the Southwest Mississippi Electric Power Association via an electrical-grid interconnection agreement and purchase agreement.

Status of any publicly announced new product or service

As stated earlier, the Company is working to develop the BTE plant in conjunction with the Center. Research and development for the plant is ongoing.

Competitive business conditions, the issuer's competitive position in the industry, and methods of competition

There are many companies engaged in the clean energy solutions business, many of which are better capitalized than the Company. Relative to these better capitalized competitors, we are at a disadvantage. We are attempting to compete in the clean energy solutions market by offering our technical expertise to companies that are wishing to enter the clean energy market, or that have promising technologies but are unable to commercialize them.

Sources and availability of raw materials and the names of principal suppliers

None.

Dependence on one or a few major customers

None.

Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration

As stated earlier, the Company entered into a profit participation agreement with the Center whereby the Center will pay QUAN 5% of the net profits generated by the Port Gibson Project for a term of seven years commencing 90 days after the project first becomes operational.

The Company does not have any labor contracts and considers its labor relations to be excellent.

The need for any government approval of principal products or services and the status of any requested government approvals

None.

Item 10 The nature and extent of the issuer's facilities

The Company is currently located in 2,000 square feet of rented office space in Houston, Texas. In addition, the Company owns a biodiesel facility in Poteet, Texas.

PART D: MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11 Chief executive officer, members of the board of directors, and control persons

Officers and directors

Robert Federowicz, Chairman and CEO
1900 West Loop South, Suite 110
Houston, Texas 77027

Robert Federowicz was appointed as Chairman of the Board and Chief Executive Officer on November 1, 2011.

Mr. Federowicz, age 42, brings over twenty years experience as an entrepreneur and executive in the United States and in Poland. In the early 1990s, he served as project manager and government liaison for a small private U.S. energy development company, Hart Associates, Inc., working with the Polish government to facilitate the privatization and modernization of several coal-fired power plants. In 1994, Federowicz moved to the U.S. and continued to be involved in the development of various international power projects with Coastal Power Company, a subsidiary of the Coastal Corporation. In 1999, he was appointed Chief Information Officer for Hart Energy International, where he helped lead the company's startup and growth efforts before eventually assisting in the company's multi-million dollar merger with the U.K.-based Commonwealth Development Corp.

From 2005 through 2009, Mr. Federowicz was an owner and operator of a fitness gym in Houston, Texas. During 2010, he served as an account executive for Screentek, Inc., a seller of LCD screen technology for laptop computers. From December 2010 to September 2011, Mr. Federowicz was the Chief Executive Officer of Obscene Jeans Corp., a designer and manufacturer of specialty fashion products. Mr. Federowicz is a graduate of the Warsaw School of Economics in Poland with a BBA in International Trade. He also serves as Chief Executive Officer of First Titan Corp.

Mr. Federowicz does not have a written employment or other compensatory agreement with the Company. He is being paid $36,000 per year for his services to the Company. He does not own any stock in the Company.

Legal/Disciplinary History

During the past five years, Mr. Federowicz has not been the subject of:

1. a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person’s involvement in any type of business, securities, commodities, or banking activities;
3. a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities, which finding or judgment has not been reversed, suspended, or vacated; or
4. the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person’s involvement in any type of business or securities activities.

Family Relationships

There are no family relationships between Mr. Federowicz and any of the Company’s directors, officers, or 5% shareholders.

Related Party Transactions

There were no related party transactions during the last two fiscal years.

Conflicts of Interest

There are no conflicts of interest between Mr. Federowicz and the Company.

Item 12 Financial Statements.

Quantum International Corp.
(formerly National Clean Fuels, Inc.)
(a Development Stage Enterprise)
Balance Sheets
(Unaudited)

	December 31, 2011	December 31, 2010
CURRENT ASSETS		
Cash and cash equivalents	$ -	$ 6,688
Total current assets	-	6,688
Property and equipment, net of accumulated depreciation of $1,170,000 and $650,000, respectively	1,830,000	2,350,000
TOTAL ASSETS	$ 1,830,000	$ 2,356,688
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	$ 19,000	$ 16,290
Short-term loans and accrued interest	1,203,624	1,441,607
TOTAL CURRENT LIABILITIES	1,999,121	1,457,897
Convertible notes payable	899,315	-
Note payable	3,000,000	3,000,000
TOTAL LIABILITIES	5,121,939	4,457,897
STOCKHOLDERS' EQUITY (DEFICIT)		
Class A preferred stock, $0.06 stated value, 40 million shares authorized, 1,000,000 shares issued and outstanding at December 31, 2011 and 2010	70,000	70,000
Common Stock, $0.001 par value, 200,000,000 shares authorized, 263,053 and 263,010 shares issued and outstanding at December 31, 2011 and 2010, respectively	263	263
Additional paid-in capital	23,997,676	23,997,676
Common stock payable	30,478	30,478
Deficit accumulated during the development stage	(26,932,807)	(25,742,077)
Deficit accumulated from prior operations	(457,549)	(457,549)
TOTAL STOCKHOLDERS' DEFICIT	(3,291,939)	(2,101,209)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 1,830,000	$ 2,356,688

The accompanying notes are an integral part of these financial statements.

Quantum International Corp.
(formerly National Clean Fuels, Inc.)
(a Development Stage Enterprise)
Statements of Operations
(Unaudited)

	Year ended December 31, 2011	Year ended December 31, 2010	Period from Reentry of Development Stage to December 31, 2011
Operating expenses:			
General and administrative	$ 364,107	$ 688,193	$ 6,382,978
Depreciation	520,000	520,000	1,170,000
Royalties	-	-	30,000
Asset impairments	-	-	1,144,383
Total operating expenses	884,107	1,208,193	8,727,361
LOSS FROM OPERATIONS	(884,107)	(1,208,193)	(8,727,361)
OTHER INCOME (EXPENSE)			
Other income	-	-	160,017
Interest income	-	-	3,699
Interest expense	(306,623)	(637,153)	(1,096,240)
Loss in value of trading securities	-	-	(141,243)
Loss on sale of trading securities	-	-	(6,679)
Loss on conversion of debt to equity	-	(14,875,000)	(17,125,000)
Total Other Income (Expense)	(306,623)	(15,512,153)	(18,205,446)
NET LOSS	$ (1,190,730)	$ (16,720,346)	$ (26,932,807)
Net loss per common share – basic and diluted	$ (4.53)	$ (95.23)	
Weighted Average common shares outstanding – basic and diluted	263,010	175,581	

The accompanying notes are an integral part of these financial statements.

Quantum International Corp.
(formerly National Clean Fuels, Inc.)
(a Development Stage Enterprise)
Statements of Cash Flow
(Unaudited)

	Year ended December 31,		Period from Reentry of Development Stage to December 31,
	2011	2010	2011
Operating Activities:			
Net loss	$ (1,190,730)	$ (16,720,346)	$ (26,932,807)
Adjustments to reconcile net loss to netcash provided (used) by operating activities:			
Income from receipt of available-for-sale securities	-	-	(108,000)
Loss on available for sale securities	-	-	108,000
Accrued interest payable	288,623	256,112	604,735
Amortization of discount on convertible note payable	-	357,041	357,041
Imputed interest on related party notes	-	-	11,473
Depreciation	520,000	520,000	1,170,000
Asset impairment	-	-	1,187,592
Loss on conversion of debt to equity	-	14,875,000	17,125,000
Stock based compensation	-	-	4,225,761
Issuance of stock for acquisition of Technicare Services	-	21,500	21,500
Changes in operating assets and liabilities:			
Prepaid expenses	-	4,467	-
Accounts payable and accrued expenses	2,710	(29,982)	45,894
Net cash used in operating activities	(379,397)	(716,208)	(2,183,811)
Investing Activities:			
Property dividend to shareholders	-	-	(32,081)
Acquisition of Telemedicus DREAM technologies	-	-	(200,000)
Net cash used in investing activities	-	-	(232,081)
Financing Activities:			
Proceeds from notes payable	372,709	722,777	2,392,745
Principal payments on notes payable	-	-	(24,800)
Proceeds from the sale of stock	-	-	4,300
Net cash provided by financing activities	372,709	722,777	2,372,245
Net increase (decrease) in cash	(6,688)	6,569	(43,647)
Cash - Beginning of Period	6,688	119	43,647
Cash - End of Period	$ -	$ 6,688	$ -

The accompanying notes are an integral part of these financial statements.

Quantum International Corp.
(formerly National Clean Fuels, Inc.)
(a Development Stage Enterprise)
Statements of Cash Flow – Supplemental Disclosures of Cash Flow Information
(Unaudited)

	Year ended December 31, 2011	Year ended December 31, 2010	Period from Reentry of Development Stage to December 31, 2011
Cash Paid During The Period For:			
Interest	$ 18,000	$ 24,000	$ 43,769
Noncash investing and financing transactions:			
Acquisition of Telemedicus DREAM technologies with partial consideration paid in 4,284,925 shares of common stock	$ -	$ -	$ 944,383
Related party principal and interest reduction from issuance of six million shares of common stock	$ -	$ -	$ 1,528,728
Conversion of debt principal and interest into common stock	$ 250,000	$ -	$ 250,000
Purchase of assets through issuance of notes payable	$ 3,000,000	$ -	$ 3,000,000
Discount on amendment of convertible note payable	$ 357,041	$ -	$ 357,041
Refinancing of advances into convertible notes payable	$ 455,033	$ -	$ 455,033

The accompanying notes are an integral part of these financial statements.

Quantum International Corp.
(formerly National Clean Fuels, Inc.)
(a Development Stage Enterprise)
Statements of Changes in Stockholders' Deficit
For the period from November 30, 2006 (reentry into development stage) through December 31, 2011
(Unaudited)

		Common Stock		Class A Preferred						
	Date	Shares	Amount	Shares	Amount	Additional Paid In Capital	Common Stock Payable	Accum'd Deficit - Prior Operations	Accum'd Deficit - Development Stage	Total
Balances at Re-entry to Development Stage	11/30/06	5	-	-	-	458,959		(457,549)		1,410
Common stock issued for cash	11/21/06	14	-			4,300				4,300
Net loss 11/30/06 to 12/31/06	12/31/06								(1,410)	(1,410)
Balances, 12/31/06		19	-	-	-	463,259		(457,549)	(1,410)	4,300
Shares issued in connection with acquisition of Telemedicus DREAM™ technologies	07/12/07	5	-			944,383				944,383
Shares issued for consulting services	10/30/07	-	-			119,000				119,000
	10/30/07	-	-			4,333				4,333
	12/07/07	-	-			1,950				1,950
Net loss 12 months ended 12/31/07									(485,414)	(485,414)
Balances, December 31, 2007		24	-	-	-	1,532,925		(457,549)	(486,824)	588,552
Conversion of related party debt to equity	12/30/08	160	-			1,680,000				1,680,000
Preferred shares issued for services	08/27/08			1,000,000	70,000	-				70,000
Common stock payable for services							30,478			30,478
Net loss, year ended 12/31/08									(3,091,939)	(3,091,939)
Balances, December 31, 2008		184	-	1,000,000	70,000	3,212,925	30,478	(457,549)	(3,578,763)	(722,909)

(Continued on next page)

Quantum International Corp.
(a Development Stage Enterprise)
Statements of Changes in Stockholders' Deficit
For the period from November 30, 2006 (reentry into development stage) through September 30, 2011
(Unaudited)

	Date	Common Stock Shares	Common Stock Amount	Class A Preferred Shares	Class A Preferred Amount	Additional Paid In Capital	Common Stock Payable	Accum'd Deficit - Prior Operations	Accum'd Deficit - Development Stage	Total
Purchase of assets with stock	01/16/09	533	1			3,999,999				4,000,000
Conversion of related party debt to equity	09/22/09	133	-			850,000				850,000
Conversion of related party debt to equity	12/30/09	160	-			420,000				420,000
Imputed interest on related party notes						11,473				11,473
Net loss, year ended 12/31/09									(5,442,968)	(5,442,968)
Balances, December 31, 2009		1,010	1	1,000,000	70,000	8,494,397	30,478	(457,549)	(9,021,731)	(884,404)
Issuance of shares for reorganization and acquisition of Technicare Solutions, Inc.	3/17/10	172,000	172	-	-	21,328	-	-	-	21,500
Issuance of shares for conversion of debt	3/22/10	40,000	40	-	-	14,999,960	-	-	-	15,000,000
Discount on amendment of convertible note payable	10/1/10	-	-	-	-	357,041	-	-	-	357,041
Issuance of shares for conversion of debt	11/8/2010	50,000	50	-	-	124,950	-	-	-	125,000
Net loss		-	-	-	-	-	-	-	(16,720,346)	(16,720,346)
Balance, December 31, 2010		263,010	263	1,000,000	70,000	23,997,676	30,478	(457,549)	(25,742,077)	(2,101,209)
Rounding difference on reverse stock split		43	-	-	-	-	-	-	-	-
Net loss		-	-	-	-	-	-	`-	(1,190,730)	(1,190,730)
Balance, December 31, 2010		263,053	263	1,000,000	70,000	23,997,676	30,478	(457,549)	(26,932,807)	(3,291,939

All share and per share amounts have been restated to reflect the 1:300 reverse stock split on March 17, 2010, the 4:1 forward stock split on June 16, 2010 and the 1:500 reverse stock split on January 20, 2012.

The accompanying notes are an integral part of these financial statements.

Quantum International Corp.
Notes to Unaudited Financial Statements

NOTE 1 – NATURE OF BUSINESS

Quantum International Corp. , formerly National Clean Fuels, Inc., National Wind Solutions, Inc., Telemedicus, Inc. and Lipid Labs, Inc., (“QUAN”, “the Company”, “we” or “us”), has acquired and hopes to continue to acquire and commercialize technologies developed at major universities. We are traded under the symbol “QUAN”.

We are a development stage company and have had no operating revenues since re-entering the development stage on November 30, 2006.

Company History

The Company was incorporated in the State of Texas in 2001 as Lipid Labs, Inc. Since incorporation, the Company has changed names and business plans several times: First to Lipid Labs, Inc. in 2001, then to National Health Alliance, Inc. in 2006, then back to Lipid Labs, Inc. in 2006, then to Telemedicus, Inc. in 2007. The Company changed its name to National Wind Solutions, Inc. in 2008 and to National Clean Fuels Inc. in March 2010. Finally, the Company changed its name to Quantum International Corp. in January 2012.

With the name change to National Wind Solutions, Inc., (and subsequently to Quantum International Corp.) we have adopted a new business plan. We commercialize cutting edge clean energy technologies. We are an emerging industry player capitalizing on our understanding of clean energy technology and supporting the development of alternative energy plans for corporations and government entities.

Summary of Significant Accounting Policies

Basis of Presentation – These financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”).

Cash and Cash Equivalents – For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. There are no cash equivalents at December 31, 2011 and December 31, 2010.

The Company maintains its cash in well known banks selected based upon management's assessment of the banks' financial stability. Balances periodically exceed the $250,000 federal depository insurance limit; however, the Company has not experienced any losses on deposits.

Property and equipment – Property and equipment is stated at cost net of accumulated depreciation. Depreciation is calculated on a straight-line basis over the useful life of the property and equipment, generally five years. Property and equipment consisted of the following as of December 31, 2011:

Land	$ 400,000
Equipment	2,600,000
Total property and equipment	$ 3,000,000

Revenue Recognition – The Company recognizes revenue when persuasive evidence of an arrangement exists, product delivery has occurred or the services have been rendered, the price is fixed or determinable and collectability is reasonably assured. Revenue is recognized net of sales returns and allowances.

Stock-Based Compensation - We account for stock-based employee compensation arrangements using the accounting standard issued by the FASB relating to Stock-Based Compensation ("Topic 718"). We account for stock options issued to non-employees in accordance with Topic 718. The fair value of stock options and warrants granted to employees and non-employees is determined using the Black-Scholes option pricing model. Through December 31, 2011, no options have been issued.

Basic and Diluted Earnings per share – Basic earnings per common share is computed by dividing net earnings or loss (the numerator) by the weighted average number of common shares outstanding during each period (the denominator). Diluted earnings per common share is similar to the computation for basic earnings per share, except that the denominator is increased by the dilutive effect of stock options outstanding and unvested restricted shares and share units, computed using the treasury stock method.

Management Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While it is believed that such estimates are reasonable, actual results could differ significantly from those estimates.

Concentrations of Credit Risk - Financial instruments which subject the Company to concentrations of credit risk include cash and cash equivalents and accounts receivable.

Income Taxes – We recognize deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates that are expected to be in effect when the differences are expected to be recovered. We provide a valuation allowance for deferred tax assets for which we do not consider realization of such assets to be more likely than not.

Recently Issued Accounting Pronouncements - The Company does not expect that any recently-issued accounting pronouncements will have a material effect on the financial statements.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared assuming that we will continue as a going concern. As shown in the accompanying financial statements, we suffered cumulative losses since we re-entered the development stage of $26,932,807 and have a working capital deficit of $1,222,624 at December 31, 2011. These conditions raise substantial doubt as to our ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern. Management intends to finance these deficits by selling its common stock and making additional shareholder notes.

NOTE 3 – CAPITAL STOCK

At December 31, 2011, we had 263,053 shares of common stock outstanding.

On March 17, 2010, we effected a one-for-300 reverse stock split. All share and per share amounts have been restated for the effect of this transaction.

On June 16, 2010, we effected a four-for-one forward stock split. All share and per share amounts have been restated for the effect of this transaction.

On January 20, 2012, we effected a one-for-500 reverse stock split. All share and per share amounts have been restated for the effect of this transaction.

In January 2009, we entered into an agreement with Apollo Wind Resources Inc., a Wyoming corporation, to purchase all of the assets of that company. In exchange, we issued 266,668 shares of common stock (see Note 7).

In September 2009, we issued 66,668 shares of common stock to retire $100,000 of related party notes payable and accrued interest. We valued the shares at the closing price on the date of issuance, recorded the value of the shares at $850,000. Accordingly, we recorded a loss on conversion of debt to equity of $750,000.

In December 2009, we issued 80,000 shares of common stock to retire $300,000 of related party notes payable and accrued interest. We valued the shares at the closing price on the date of issuance, recorded the value of the shares at $420,000. Accordingly, we recorded a loss on conversion of debt to equity of $120,000.

On March 17, 2010, we issued 86 million shares of common stock for the acquisition of Technicare Solutions, Inc. We valued the stock at par value of $21,500 as the acquisition represented a reorganization of the Company.

On March 22, 2010, we issued 20 million shares of common stock to retire debt in the amount of $125,000. We valued the shares at the closing price on the date of the conversion of $3.00 per share (or $15 million) and recorded a loss on conversion of debt to equity of $14,875,000.

On November 8, 2010, we issued 25 million shares of common stock upon conversion by the lender of convertible notes payable in the principal amount of $125,000.

NOTE 4 – OPTIONS AND WARRANTS

The Company has no options or warrants outstanding as of December 31, 2011.

NOTE 5 – PENDING LITIGATION

On May 31, 2007, Emtel, Inc. filed a lawsuit against us (Emtel, Inc. v. Lipid Labs, Inc., Specialists on Call, Inc., Tele-med Dox, LLC DBA Telemeddox, Inc., and Doctors Telehealth Network, Inc.) in the United States District Court for the Southern District of Texas, Houston Division, Case 4:07-cv-01798. The lawsuit claims that the Telemedicus technology infringes upon a patent held by Emtel. The Court stayed this case pending reissue of the patent at issue in the case by the United States Patent and Trademark Office. On March 24, 2011, the USPTO reissued the patent. Emtel has filed a motion to lift the previously granted stay in order to permit the case to proceed.

The Company has renounced its rights to the technology in question in the suit. We cannot estimate the amount, if any, that we would have to pay if we do not prevail in this case. Accordingly, no contingent liability has been recognized in the balances sheets as of December 31, 2011 and 2010.

In addition, we may be involved from time to time in ordinary litigation, negotiation and settlement matters that will not have a material effect on our operations or finances. We are not aware of any pending or threatened litigation against us or our officers and directors in their capacity as such that could have a material impact on our operations or finances.

NOTE 6 – NOTES PAYABLE

Notes payable consist of the following as of December 31, 2011 and December 31, 2010:

	2011	2010
Note payable dated April 30, 2008, matured April 29, 2009, bears interest at 7% per annum, payable at maturity and verbally extended to be due upon demand.	14,500	14,500
Note payable dated June 30, 2009, matured June 29, 2010, bears interest at 6% per annum, payable at maturity and verbally extended to be due upon demand. Convertible into common stock at a rate of $0.01 per share.	69,259	69,259
Note payable dated September 30, 2009, matured September 29, 2010, bears interest at 6% per annum, payable at maturity and verbally extended to be due upon demand. Convertible into common stock at a rate of $0.01 per share. Amended October 1, 2010 to be convertible into	232,041	232,041

common stock at a rate of $0.005 per share.		
Note payable dated December 31, 2009, matured December 30, 2010 and verbally extended to be due upon demand, bears interest at 6% per annum, payable at maturity. Convertible into common stock at a rate of $0.01 per share.	88,418	88,418
Note payable dated March 31, 2010, matured March 30, 2011 and verbally extended to be due upon demand, bears interest at 6% per annum, payable at maturity. Convertible into common stock at a rate of $0.01 per share.	112,800	112,800
Non-interest bearing advances payable on demand	83,871	610,477
Accrued interest, including interest on note payable related to acquisition of biodiesel facility of $498,000 and $276,000, respectively	602,735	314,112
Total short-term loans and accrued interest	$ 1,203,624	$ 1,441,607

	2011	2010
Note payable dated September 30, 2010, maturing September 30, 2012, bears interest at 10% per annum, payable at maturity. Convertible into common stock at a rate of $0.02 per share.	444,282	-
Note payable dated December 31, 2010, maturing December 31, 2013, bears interest at 10% per annum, payable at maturity. Convertible into common stock at a rate of $0.03 per share.	166,195	-
Note payable dated March 31, 2011, maturing March 31, 2013, bears interest at 10% per annum, payable at maturity. Convertible into common stock at a rate of $0.03 per share.	175,825	-
Note payable dated June 30, 2011, maturing June 30, 2013, bears interest at 10% per annum, payable at maturity. Convertible into common stock at a rate of $0.03 per share.	113,013	-
Total long term convertible notes payable	$ 455,033	$ -

During the year ended December 31, 2010, we received cash of $112,800 to finance our operations in exchange for promissory notes which bear simple interest at 6% and were due March 30, 2011. These notes have been verbally extended to be due upon demand. These notes are convertible into shares of common stock of the Company at a rate of $0.01 per share.

During the years ended December 31, 2011 and 2010, we received cash advances of $372,709 and $610,477, respectively to finance our operations. These advances are non-interest bearing and are payable on demand.

On January 9, 2012, the Company signed a Convertible Promissory Notes which was effective December 31, 2010 and refinanced non-interest bearing advances in the amount of $166,195 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on December 31, 2013. The Convertible Promissory Note is convertible into common stock at the option of the holder at the rate of $0.03 per share. During March 2012, the holders of this note elected to convert principal in the amount of $144,000 into 4,800,000 shares of common stock.

Additionally on January 9, 2012, the Company signed a Convertible Promissory Notes which was effective March 31, 2011 and refinanced non-interest bearing advances in the amount of $175,825 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on March 31, 2013. The Convertible Promissory Note is convertible into common stock at the option of the holder at the rate of $0.03 per share.

Additionally on January 9, 2012, the Company signed a Convertible Promissory Notes which was effective June 30, 2011 and refinanced non-interest bearing advances in the amount of $113,013 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on June 30, 2013. The Convertible Promissory Note is convertible into common stock at the option of the holder at the rate of $0.03 per share.

The Company evaluated the application of ASC 470-50-40/55, *Debtor's Accounting for a Modification or Exchange of Debt Instrument* as it applies to the three notes listed above and concluded that the revised terms constituted a debt modification rather than a debt extinguishment because the present value of the cash flow under the terms of each of the new instruments was less than 10% from the present value of the remaining cash flows under the terms of the original notes. No gain or loss on the modifications was required to be recognized.

The Company evaluated the terms of the three notes listed above in accordance with ASC Topic No. 815 – 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features did not meet the definition of a liability and therefore did not bifurcate the conversion features and account for them as a separate derivative liabilities. The Company evaluated the conversion features for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be greater than the market value of underlying common stock at the inception of the note. Therefore, the Company did not recognize a beneficial conversion feature.

On March 1, 2012, the Company signed a Convertible Promissory Notes which was effective September 30, 2010 and refinanced non-interest bearing advances in the amount of $444,282 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on September 30, 2012. The Convertible Promissory Note is convertible into common stock at the option of the holder at the rate of $0.02 per share. During March 2012, the holder of this note elected to convert the entire principal balance into 22,214,109 shares of common stock.

The Company evaluated the application of ASC 470-50-40/55, *Debtor's Accounting for a Modification or Exchange of Debt Instrument* as it applies to the note listed above and concluded that the revised terms constituted a debt modification rather than a debt extinguishment because the present value of the cash flow under the terms of each of the new instruments was less than 10% from the present value of the remaining cash flows under the terms of the original notes. No gain or loss on the modifications was required to be recognized.

The Company evaluated the terms of the note listed above in accordance with ASC Topic No. 815 – 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features did not meet the definition of a liability and therefore did not bifurcate the conversion features and account for them as a separate derivative liabilities. The Company evaluated the conversion features for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized beneficial conversion features in the amount of $444,282 on March 1, 2012. The beneficial conversion feature will be recorded as an increase in additional paid-in capital and a discount to the Convertible Notes Payable. The discounts to the Convertible Notes Payable will be amortized to interest expense over the life of the respective notes.

NOTE 7 – PURCHASE OF BIODIESEL FACILITY

On October 1, 2009, we purchased a previously dormant biodiesel facility in Poteet, Texas in exchange for the issuance of a note payable in the amount of $3,000,000. The note bears interest at 8%, requires monthly interest payments of $2,000, and matures on September 30, 2019. The Company is currently evaluating the most advantageous use for the facility. The facility could be restarted or the equipment in the facility could be repurposed in order to generate revenue.

NOTE 8 – PROFIT PARTICIPATION AGREEMENTS

On November 22, 2010, we entered into a Profit Participation Agreement with The Center for Environment, Commerce & Energy (the "Center"). The Center desires to act as project manager for the Port Gibson Biomass to Electricity project, developing a project that will deliver electricity to the electrical grid in Port Gibson, MS. QUAN agreed to pay the Center $8,000 per month for a period of six months beginning in November 2010. In exchange for these payments, the Center will pay QUAN 5% of the net profits generated by the Port Gibson Project for a term of seven years commencing 90 days after the project first becomes operational.

NOTE 9 – SUBSEQUENT EVENTS

During March 2012, the Company issued 22,214,109 shares of common stock upon conversion of a convertible note payable in the amount of $444,282. Also, during March 2012, the Company issued 4,800,000 shares of common stock upon conversion of a note payable in the amount of $144,000.

Item 13 Financial information for the two preceding fiscal years.

Included in Item 12 above.

Item 14 Beneficial Owners
Common Stock

	No. of Shares Owned	Percent of Total
Wisconsin Opportunity Funds, S.A. Calle 53 Marbella Panama City 0832-0588 Panama	172,000	65.4

The information above is based upon the number of share outstanding as of December 31, 2011. On March 7, 2012, we issued 22,214,109 shares of common stock to Sayword Investments, SP.ZO.o (a Polish company) for the conversion of debt in the amount of $444,282. This resulted in a change of control of the Company.

Item 15 Name, address and telephone number of advisors.

1. Investment Banker

   None

2. Promoters

   None

3. Counsel

   Whitley LLP Attorneys at Law
   11767 Katy Freeway, Suite 425
   Houston, Texas 77079
   Telephone: (888) 816-0374
   Fax: (866) 512-7794
   swhitley@whitley-llp.com

4. Accountant or auditor

   Marini Partners LLC
   6319 Concho Bay Drive
   Houston, Texas 77041

5. Public relations consultant
   None

6. Investor relations consultant
   None

Item 16 Management's discussion and analysis or plan of operation.

A. Plan of Operation.

Quantum International Corp. hopes to develop clean energy solutions for alternative energy companies focused on energy security in America. The Company hopes to deliver expertise and leadership to its clients and partners with innovative leaders to realize new solutions to the world energy crisis. National Clean Fuels projects include vertically integrated technologies aimed at delivering energy savings, renewable fuels and clean fuel technologies to its clients. In addition, the company aims to implement projects that reduce dependence on foreign oil while delivering environmentally friendly products to consumers.

The Company owns a previously dormant biodiesel facility in Poteet, Texas. The Company is currently evaluating the most advantageous use for the facility. The Company believes that there may be other applications in which the plant's equipment could be used. For instance, we believe that the plant's oil separators (which separate the biodiesel from the water and other substances produced in the biodiesel process) could be used in oil spill clean-up operations to separate the spilled oil from the water. If alternate uses are not determined to be economical, the biodiesel facility could be restarted.

On November 22, 2010, we entered into a Profit Participation Agreement with The Center for Environment, Commerce & Energy (the "Center"). QUAN and the Center are working together to build a 10-megawatt biomass-to-electricity ("BTE") plant near Port Gibson, Miss., on the campus of Alcorn State University. The Center desires to act as project manager for the Port Gibson BTE project, developing a project that will deliver electricity to the grid in Port Gibson, MS. QUAN agreed to pay the Center $8,000 per month for a period of six months beginning in November 2010. In exchange for these payments, the Center will pay QUAN 5% of the net profits generated by the Port Gibson Project for a term of seven years commencing 90 days after the project first becomes operational. QUAN and the Center are also pursuing an electrical-grid interconnection agreement and purchase agreement with the local utility, Southwest Mississippi Electric Power Association. The two companies hope that the biomass generator will produce an abundance of energy that can be redistributed along the energy grid in Port Gibson and surrounding areas.

Risk Factors

You should consider the following discussion of risks as well as other information regarding our common stock. The risks and uncertainties described below are not the only ones. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business could be harmed.

Competition

Our business strategy is to be a leading supplier of wind and other clean energy products and technologies, both domestically and internationally. We believe the following to be the keys and risks to its success: marketing of wind and other clean energy technologies through aggressive promotional campaigns to both commercial and consumer users, achieving economies of scale, research and development of wind and other alternative energy technologies, and establishing a rapport with distributors and installers interested in alternative energy systems. The alternative energy industry is relatively new, and a suitable customer base is not currently adequately defined. Given that the customer base may be narrow, it is possible that other wind technology providers may provide significant competition for these markets.

Limited Operating History: Operating Losses

Despite factors that indicate an increasing acceptance and desire to use wind energy technologies in certain segments of the industry and government, we cannot be assured of their continued demand. While we believe that demand for such alternative energy sources exists, we cannot assure that it will have success in marketing its products to its customer groups. Our inability to successfully market and sell its products to these customer groups would have an adverse effect on our profitability.

Going Concern

The Company's ability to continue as a going concern is an issue raised as a result of the significant operating losses incurred during the year ended December 31, 2011 and 2010. The Company continues to experience net operating losses. The ability to continue as a going concern is subject to the Company's ability to obtain necessary funding from outside sources, including obtaining additional funding from the sale of securities, increasing sales or obtaining loans and grants from various financial institutions where possible.

Additional Financing

Additional financing is required to continue operations. Although actively searching for available capital, the Company does not have any current arrangements for additional outside sources of financing and cannot provide any assurance that such financing will be available.

Limited Trading Market

Currently only a very limited trading market exists for our common stock. Our common stock is quoted on the OTC Pink Current Information Tier ("OTC Pink") operated by OTC Markets Group, Inc. under the symbol "QUAN." OTC Pink is a limited market and subject to substantial restrictions and limitations in comparison to a national securities exchange. Any broker/dealer that makes a market in the Company stock or other person that buys or sells the stock could have a significant influence over its price at any given time. The Company cannot assure its shareholders that a market for its stock will be sustained. There is no assurance that its shares will have any greater liquidity than shares that do not trade on a public market.

i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

As of December 31, 2011, the Company has no available cash. This raises substantial doubt about the Company's ability to continue as a going concern.

QUAN requires additional financing in order to continue operations. The Company is actively searching for available capital; however, we do not have any current arrangements for additional outside sources of financing and cannot provide any assurance that such financing will be available.

ii. a summary of any product research and development that the issuer will perform for the term of the plan;

None.

iii. any expected purchase or sale of plant and significant equipment; and

None.

iv. any expected significant changes in the number of employees.

None.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This section is not applicable as the Company is in the development stage and has not had significant revenues from operations in the last fiscal year and the interim periods of the current fiscal year.

C. Off-Balance Sheet Arrangements.

The Company has no off-balance sheet arrangements.

PART E: ISSUANCE HISTORY

Item 17 List of securities offerings and shares issued for services in the past two years

On March 17, 2010, we issued 86 million shares of common stock for the acquisition of Technicare Solutions, Inc. We valued the stock at par value of $21,500 as the acquisition represented a reorganization of the Company. This issuance was exempted by Section 4(1) of the Securities Act. The shares so issued are restricted.

On March 22, 2010, we issued 20 million shares of common stock to retire debt in the amount of $125,000. We valued the shares at the closing price on the date of the conversion of $3.00 per share (or $15 million) and recorded a loss on conversion of debt to equity of $14,875,000. This issuance was exempted by Section 4(1) of the Securities Act and Rule 144 promulgated thereunder. The shares so issued are free-trading.

On November 8, 2010, we issued 25 million shares of common stock upon conversion by the lender of convertible notes payable in the principal amount of $125,000. This issuance was exempted by Section 4(1) of the Securities Act and Rule 144 promulgated thereunder. The shares so issued are free-trading.

On March 7, 2012, the Company issued 22,214,109 shares of common stock upon conversion by the lender of a convertible note payable in the amount of $444,282. This issuance was exempted by Section 3(a)(9) of the Securities Act. The shares so issued are restricted.

On March 12, 2012, the Company issued 4,800,000 shares of common stock upon conversion by the lender of a note payable in the amount of $144,000. This issuance was exempted by Section 4(1) of the Securities Act and Rule 144 promulgated thereunder. The shares so issued are free-trading.

PART F: EXHIBITS

Item 18 Material Contracts.

The Profit Participation Agreement between Quantum International Corp. and The Center for Environment, Commerce and Energy, dated November 22, 2010, is attached to this Annual Report.

Item 19 Articles of Incorporation and Bylaws.

The Articles of Incorporation of the Company can be found at (http://www.otcmarkets.com/otciq/ajax/showFinancialReportById.pdf?id=11610) and are hereby incorporated by reference.

The Bylaws of the Company can be found at (http://www.otcmarkets.com/otciq/ajax/showFinancialReportById.pdf?id=11611) and are hereby incorporated by reference.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None

Item 21 Certifications.

I, Robert Federowicz, certify that:

1. I have reviewed this Annual Disclosure Statement of Quantum International Corp. ;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a materialfact or omit to state a material fact necessary to make the statements made, in light of the circumstances under whichsuch statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

By: */s/* Robert Federowicz
Robert Federowicz
Chairman and CEO
Date: April 30, 2012